

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

FEDERAL HOME LOAN BANK OF  
BOSTON,

Plaintiff,

v.

ALLY FINANCIAL, INC. F/K/A GMAC  
LLC; BANC OF AMERICA FUNDING  
CORPORATION; BANK OF AMERICA  
CORPORATION; BANK OF AMERICA,  
NATIONAL ASSOCIATION; BARCLAYS  
CAPITAL INC.; BARRY J. O'BRIEN;  
BCAP LLC; BEAR STEARNS ASSET  
BACKED SECURITIES I LLC; CAPITAL  
ONE FINANCIAL CORPORATION;  
CAPITAL ONE, NATIONAL  
ASSOCIATION; CHEVY CHASE  
FUNDING LLC; CHRISTOPHER M.  
O'MEARA; CITICORP MORTGAGE  
SECURITIES, INC.; CITIGROUP  
FINANCIAL PRODUCTS, INC.;  
CITIGROUP GLOBAL MARKETS INC.;  
CITIGROUP GLOBAL MARKETS  
REALTY CORP.; CITIGROUP INC.;  
CITIGROUP MORTGAGE LOAN TRUST  
INC.; CITIMORTGAGE, INC.;  
COUNTRYWIDE FINANCIAL  
CORPORATION; COUNTRYWIDE HOME  
LOANS, INC.; COUNTRYWIDE  
SECURITIES CORP.; CREDIT SUISSE  
(USA), INC.; CREDIT SUISSE FIRST  
BOSTON MORTGAGE SECURITIES  
CORP.; CREDIT SUISSE HOLDINGS  
(USA), INC.; CREDIT SUISSE  
SECURITIES (USA) LLC; CWALT, INC.;  
CWMBS, INC.; DB STRUCTURED  
PRODUCTS, INC.; DB U.S. FINANCIAL  
MARKET HOLDING CORPORATION;  
DEUTSCHE ALT-A SECURITIES, INC.;  
DEUTSCHE BANK SECURITIES INC.;  
DLJ MORTGAGE CAPITAL, INC.;  
EDWARD GRIEB; EMC MORTGAGE  
CORPORATION; FITCH, INC.; GMAC

Civil Action No. 11-10952-JLT

**UNOPPOSED MOTION FOR  
ENLARGEMENT OF TIME IN  
WHICH TO RESPOND TO  
COMPLAINT**

*[caption continued on next page]*

MORTGAGE GROUP LLC F/K/A GMAC  
 MORTGAGE GROUP, INC.; GOLDMAN,  
 SACHS & CO.; IMH ASSETS CORP.;  
 IMPAC FUNDING CORPORATION;  
 IMPAC MORTGAGE HOLDINGS, INC.;  
 IMPAC SECURED ASSETS CORP.; J.P.  
 MORGAN ACCEPTANCE  
 CORPORATION I; J.P. MORGAN  
 MORTGAGE ACQUISITION CORP.; J.P.  
 MORGAN SECURITIES LLC F/K/A  
 BEAR, STEARNS & CO. INC. AND J.P.  
 MORGAN SECURITIES INC.; JAMES J.  
 SULLIVAN; JPMORGAN CHASE & CO.;  
 JPMORGAN SECURITIES HOLDINGS  
 LLC; KRISTINE SMITH; LANA FRANKS;  
 MARK L. ZUSY; MERRILL LYNCH &  
 CO., INC.; MERRILL LYNCH  
 MORTGAGE INVESTORS, INC.;  
 MERRILL LYNCH MORTGAGE  
 LENDING, INC.; MERRILL LYNCH,  
 PIERCE, FENNER & SMITH  
 INCORPORATED; MOODY'S  
 CORPORATION; MOODY'S INVESTORS  
 SERVICE, INC.; MORGAN STANLEY;  
 MORGAN STANLEY & CO. INC.;  
 MORGAN STANLEY CAPITAL I INC.;  
 MORGAN STANLEY MORTGAGE  
 CAPITAL HOLDINGS LLC; MORTGAGE  
 ASSET SECURITIZATION  
 TRANSACTIONS, INC.; MORTGAGEIT  
 SECURITIES CORP.; MORTGAGEIT,  
 INC.; NOMURA ASSET ACCEPTANCE  
 CORPORATION; NOMURA CREDIT &  
 CAPITAL, INC.; NOMURA HOLDING  
 AMERICA, INC.; NOMURA SECURITIES  
 INTERNATIONAL, INC.; RBS  
 ACCEPTANCE INC. F/K/A GREENWICH  
 CAPITAL ACCEPTANCE, INC.; RBS  
 FINANCIAL PRODUCTS INC. F/K/A  
 GREENWICH CAPITAL FINANCIAL  
 PRODUCTS, INC.; RBS HOLDINGS USA  
 INC. F/K/A GREENWICH CAPITAL  
 HOLDINGS, INC.; RBS SECURITIES INC.  
 F/K/A GREENWICH CAPITAL  
 MARKETS, INC.; RESIDENTIAL  
 ACCREDIT LOANS, INC.; RESIDENTIAL

*[caption continued on next page]*

FUNDING COMPANY, LLC F/K/A  
RESIDENTIAL FUNDING  
CORPORATION; RICHARD MCKINNEY;  
RICHARD S. FULD, JR.; SAMIR TABET;  
SANDLER O'NEILL + PARTNERS, L.P.;  
STANDARD & POOR'S FINANCIAL  
SERVICES LLC; STRUCTURED ASSET  
MORTGAGE INVESTMENTS II INC.;  
THE BEAR STEARNS COMPANIES LLC  
F/K/A THE BEAR STEARNS  
COMPANIES INC.; THE MCGRAW-HILL  
COMPANIES, INC.; UBS AMERICAS  
INC.; UBS REAL ESTATE SECURITIES  
INC.; UBS SECURITIES LLC; WAMU  
CAPITAL CORP.; WELLS FARGO &  
COMPANY; WELLS FARGO ASSET  
SECURITIES CORPORATION; WELLS  
FARGO BANK, NATIONAL  
ASSOCIATION; and DEFENDANTS JOHN  
DOE 1-50,

Defendants.

Defendants Banc of America Funding Corporation, Bank of America, N.A., Bank of America Corporation, BCAP LLC, Barclays Capital Inc, Bear Stearns Asset Backed Securities I LLC, Structured Asset Mortgage Investments II, Inc., J.P. Morgan Securities, LLC (f/k/a J.P. Morgan Securities, Inc. and Bear, Stearns & Co. Inc.), EMC Mortgage Corporation, The Bear Stearns Companies, LLC (f/k/a The Bear Stearns Companies Inc.), Chevy Chase Funding LLC, Citicorp Mortgage Securities, Inc., Citigroup Mortgage Loan Trust Inc., Citigroup Global Markets Inc., Citigroup Global Markets Realty Corp., CitiMortgage, Inc., Citigroup Financial Products, Inc., Citigroup Inc., CWALT, Inc., CWMBS, Inc., Countrywide Securities Corp., Countrywide Home Loans, Inc., Countrywide Financial Corporation, Credit Suisse First Boston Mortgage Securities Corp., Credit Suisse Securities (USA) LLC, DLJ Mortgage Capital, Inc., Credit Suisse (USA), Inc., Credit Suisse Holdings (USA), Inc., Deutsche Alt-A Securities, Inc , Deutsche Bank Securities Inc., DB Structured Products, Inc., DB U.S. Financial Market Holding

Corporation, Goldman, Sachs & Co., RBS Acceptance Inc. (f/k/a Greenwich Capital Acceptance, Inc.), RBS Securities Inc. f/k/a Greenwich Capital Markets, Inc., RBS Financial Products Inc. f/k/a Greenwich Capital Financial Products, Inc., RBS Holdings USA Inc. f/k/a Greenwich Capital Holdings, Inc., IMH Assets Corp., Impac Secured Assets Corp., Impac Funding Corporation, Impac Mortgage Holdings, Inc., J.P. Morgan Acceptance Corporation I., J.P. Morgan Mortgage Acquisition Corp., JPMorgan Securities Holdings, LLC, JPMorgan Chase & Co., Merrill Lynch Mortgage Investors, Inc., Merrill Lynch, Pierce Fenner & Smith Incorporated, Merrill Lynch Mortgage Lending, Inc., Merrill Lynch & Co., Inc., Morgan Stanley Capital I Inc., Morgan Stanley & Co. Incorporated, Morgan Stanley Mortgage Capital Holdings LLC, Morgan Stanley, MortgageIT Securities Corp., MortgageIT, Inc., Nomura Asset Acceptance Corporation, Nomura Securities International, Inc., Nomura Credit & Capital, Inc., Nomura Holding America, Inc., Residential Accredit Loans, Inc., Residential Funding Company, LLC f/k/a Residential Funding Corporation, GMAC Mortgage Group LLC f/k/a GMAC Mortgage Group, Inc., Ally Financial, Inc. f/k/a GMAC LLC, Sandler, O'Neill & Partners, L.P., Mortgage Asset Securitization Transactions, Inc., UBS Securities LLC, UBS Real Estate Securities Inc., UBS Americas Inc., WaMu Capital Corp., Wells Fargo & Co., Wells Fargo Asset Securities Corporation, Wells Fargo Bank, N.A., Moody's Corporation, Moody's Investors Service, Inc., Standard & Poor's Financial Services LLC, Fitch, Inc. and The McGraw-Hill Companies, Inc., (collectively the "Moving Defendants") hereby move for an enlargement of time in which to respond to the complaint in the above-captioned action. Defendants Lana Franks, Richard S. Fuld, Jr., Edward Grieb, Richard McKinney, Christopher O'Meara, Kristine Smith, James J. Sullivan, Samir Tabel, Mark Zusy filed a separate notice of removal, in which defendant Barry J. O'Brien ("collectively, the "Individual Defendants") joined, which was assigned docket number 11-cv-10924-JLT. The Individual Defendants are not party to this motion.

As grounds for their motion, the Moving Defendants state as follows:

1. Plaintiff commenced this action (the “Action”) on April 20, 2011 by filing a complaint (the “Complaint”) captioned *Federal Home Loan Bank of Boston v. Ally Financial, Inc., et al.*, Case No. 11-1533-BLS1, in the Superior Court of the Commonwealth of Massachusetts for Suffolk County (the “State Court”). In the Complaint, Plaintiff alleges that it purchased approximately 105 residential mortgage-backed securities totaling over five billion dollars issued or underwritten by over 75 named defendants.

2. On May 17, 2011, Plaintiff and the Moving Defendants entered into and filed in State Court a Stipulation And [Proposed] Order Regarding Time In Which To Respond To Complaint (the “Stipulation and Order”), extending the time in which the Moving Defendants had to file or serve their answers or other responsive pleadings and/or any other motions with respect to the Complaint, until August 31, 2011. The Order was executed by Judge Lauriat of the Business Litigation Session. An executed copy of that Stipulation and Order is attached as Exhibit A hereto.

3. Fed. R. Civ. P. 81(c)(2)(C) provides that “[a] defendant who did not answer before removal must answer or present other defenses or objections under these rules within . . . 7 days after the notice of removal is filed.”

4. 28 U.S.C. § 1450 provides that “[a]ll injunctions, orders, and other proceedings had in [an action removed from state court to federal court] prior to its removal shall remain in full force and effect until dissolved or modified by the district court.”

5. The Moving Defendants request that the same terms of the Stipulation and Order entered in State Court in this matter be extended to the proceedings in this Court.

6. Without waiver of any argument, including but not limited to with respect to jurisdiction, Plaintiff has indicated it does not oppose this motion.

WHEREFORE, the Moving Defendants respectfully request that the same terms of the Stipulation and Order entered in State Court in this matter be extended to the proceedings in this Court, and that they be allowed to file their answers or other responsive pleadings and/or any

other motions with respect to the Complaint, on or before August 31, 2011.

**SO ORDERED:**

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Dated: June 2, 2011

Respectfully submitted,

Defendants:

BEAR STEARNS ASSET BACKED  
SECURITIES I LLC; THE BEAR STEARNS  
COMPANIES LLC F/K/A THE BEAR  
STEARNS COMPANIES INC.;  
STRUCTURED ASSET MORTGAGE  
INVESTMENTS II INC.; EMC MORTGAGE  
CORPORATION; J.P. MORGAN  
ACCEPTANCE CORPORATION I; J.P.  
MORGAN MORTGAGE ACQUISITION  
CORP.; J.P. MORGAN SECURITIES LLC  
F/K/A BEAR, STEARNS & CO. INC. AND  
J.P. MORGAN SECURITIES INC.;  
JPMORGAN CHASE & CO.; JPMORGAN  
SECURITIES HOLDINGS LLC; WAMU  
CAPITAL CORP.,

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CORPORATION; BANK OF AMERICA,  
NATIONAL ASSOCIATION; MERRILL  
LYNCH & CO., INC.; MERRILL LYNCH  
MORTGAGE INVESTORS, INC.; MERRILL  
LYNCH MORTGAGE LENDING, INC.;  
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CORP.; CITIGROUP INC.; CITIGROUP  
MORTGAGE LOAN TRUST INC.;  
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F/K/A GREENWICH CAPITAL FINANCIAL  
PRODUCTS, INC.; RBS HOLDINGS USA  
INC. F/K/A GREENWICH CAPITAL  
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NOMURA ASSET ACCEPTANCE  
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**CERTIFICATE OF SERVICE**

I hereby certify that a true copy of the above document was served, pursuant to agreement, upon counsel of record for plaintiffs by electronic mail and upon counsel of record for all defendants by ECF on June 2, 2011.

/s/ Beth I.Z. Boland  
Beth I.Z. Boland